

Hearing Date and Time: August 10, 2016 at 2:00 p.m. (ET)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

MOTORS LIQUIDATION COMPANY,
f/k/a General Motors Corporation, *et al.*

Debtor.

OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF MOTORS LIQUIDATION COMPANY, *et al.*,

Plaintiff,

- against -

UNITED STATES DEPARTMENT OF THE TREASURY
and EXPORT DEVELOPMENT CANADA,

Defendants.

Chapter 11

Case No. 09-50026 (MG)
(Jointly Administered)

Adv. P. No. 11-09406 (MG)

**JOINDER OF EXPORT DEVELOPMENT CANADA TO UNITED STATES’
RESPONSE (A) IN FURTHER SUPPORT OF JOINT MOTION OF MLC
AVOIDANCE ACTION TRUST AND OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ENTRY OF STIPULATION AND AGREED ORDER SETTling
DISPUTED ENTITLEMENTS OF DEBTOR-IN-POSSESSION LENDERS AND
OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND (B) IN RESPONSE
TO OBJECTIONS INTERPOSED BY RIVER BIRCH AND DAVIDSON KEMPNER**

Export Development Canada (“**EDC**”), one of the debtor-in-possession lenders, by its undersigned counsel, hereby joins in, adopts and supports that certain *United States’ Statement in Response to Objection to Joint Motion of MLC Avoidance Action Trust and Official Committee of Unsecured Creditors for Entry of Stipulation and Agreed Order Settling Disputed Entitlements of Debtor-in-Possession Lenders and Official Committee of Unsecured Creditors, and Related Relief*, dated August 5, 2016 [Docket No. 13713 in the main case and Docket No. 51 in Adv. P. 11-09406] (the “**United States’ Response**”), which was filed by the United States of America on behalf of United States Department of the Treasury (“**UST**”), as the other debtor-in-possession lender (collectively, EDC and UST, the “**DIP Lenders**”), both:

- (I) in support of that certain *Joint Motion of Motors Liquidation Company Avoidance Action Trust and Official Committee of Unsecured Creditors for Entry of (A) Stipulation and Agreed Order (i) Settling Disputed Entitlements of Debtor-In-Possession Lenders and Official Committee of Unsecured Creditors to Potential Term Loan Avoidance Action Proceeds and (ii) Modifying Avoidance Action Trust Agreement to Implement Settlement, and (B) Order (i) Approving Settlement of the Allocation Dispute, (ii) Approving Amendments to the Avoidance Action Trust Agreement, and (iii) Authorizing the Avoidance Action Trust To Grant a Lien to the DIP Lenders*, dated July 15, 2016 [Docket No. 13688 in the main bankruptcy case and Docket No. 42 in Adv. P. 11-09406] (the “**Joint Motion**”), that was jointly filed by Wilmington Trust Company, solely in its capacity as trust administrator and trustee (the “**Avoidance Action Trust Administrator**”) of the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”), and the Official Committee of Unsecured Creditors of Motors Liquidation Company (f/k/a General Motors Corporation) (the “**Committee**”), which Joint Motion is seeking entry of an order (a) approving the settlement of the entitlements to the potential so-called Term Loan Avoidance Action Proceeds, (b) modifying the Avoidance Action Trust Agreement to implement such settlement, (c) granting certain liens on the Term Loan Avoidance Action Proceeds in favor of the DIP Lenders, and (d) granting such other and further relief as may be necessary to implement the terms of such settlement and related matters; and
- (II) in opposition and response to both (a) the objection to the Joint Motion, dated July 29, 2016 [Docket No. 13704 in the main case and Docket No. 47 in Adv. P. 11-

09406] (the “**DK Objection**”), filed by Davidson Kempner Capital Management LP (“**Davidson Kempner**”) and (b) the limited objection to the Joint Motion, filed on July 28, 2016 in the adversary proceeding and on July 29, 2016 in the main bankruptcy case [Docket No. 13701 in the main case and Docket No. 44 in Adv. P. 11-09406] (the “**RB Objection**”, and along with the DK Objections, the “**Objections**”), filed by River Birch Capital LLC (“**River Birch**”).

This Joinder is filed (a) in further support of entry of an order approving the Joint Motion and (b) in response in opposition to the Objections. For the reasons set forth in the United States’ Response, EDC hereby requests that this Court (a) enter the order approving the Joint Motion in the form proposed thereunder and (b) reject the objections raised in the Objections.

WHEREFORE, for the reasons set forth in the United States’ Response, EDC respectfully requests the entry of an order (i) approving the Joint Motion, (ii) rejecting, with prejudice, the objections raised by each of River Birch and Davidson Kempner in their Objections, and (ii) granting such other and further relief as the Court deems just and proper.

Dated: August 5, 2016.

Respectfully submitted,

VEDDER PRICE P.C.

By: /s/ Michael J. Edelman
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